

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF WASHINGTON

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Harbor Custom Development, Inc.

2. All other names debtor used in the last 8 years

DBA Harbor Custom Homes

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 46-4827436

4. Debtor's address Principal place of business

**1201 Pacific Avenue, Suite 1200
Tacoma, WA 98402-4395**

Number, Street, City, State & ZIP Code

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Pierce
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) <https://harborcustomdev.com/>

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. Describe debtor's business**A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5313**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- Chapter 7
- Chapter 9
- Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- No.
- Yes.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- No
 Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached Appendix A	Relationship
District	When	Case number, if known

11. Why is the case filed in this district?
- Check all that apply:*
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
 It needs to be physically secured or protected from the weather.
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds
- Check one:*

- Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor	<u>Harbor Custom Development, Inc.</u>	Name	Case number (<i>if known</i>)
<hr/>			
16. Estimated liabilities	<input type="checkbox"/> \$0 - \$50,000		
	<input type="checkbox"/> \$50,001 - \$100,000		
	<input type="checkbox"/> \$100,001 - \$500,000		
	<input type="checkbox"/> \$500,001 - \$1 million		
	<input type="checkbox"/> \$1,000,001 - \$10 million		
	<input type="checkbox"/> \$10,000,001 - \$50 million		
	<input type="checkbox"/> \$50,000,001 - \$100 million		
	<input checked="" type="checkbox"/> \$100,000,001 - \$500 million		
	<input type="checkbox"/> \$500,000,001 - \$1 billion		
	<input type="checkbox"/> \$1,000,000,001 - \$10 billion		
	<input type="checkbox"/> \$10,000,000,001 - \$50 billion		
	<input type="checkbox"/> More than \$50 billion		

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 11, 2023

MM / DD / YYYY

X /s/ Shelly Crocker

Signature of authorized representative of debtor

Shelly Crocker

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X /s/ Aditi Paranjpye

Signature of attorney for debtor

Date December 11, 2023

MM / DD / YYYY

Aditi Paranjpye

Printed name

Cairncross & Hempelmann, P.S.

Firm name

524 Second Avenue

Suite 500

Seattle, WA 98104

Number, Street, City, State & ZIP Code

Contact phone 206-587-0700

Email address aparanjpye@cairncross.com

53001 WA

Bar number and State

Appendix A

The Debtor and each of the affiliated entities listed in the table below filed in the Court a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-15332.

Debtor	District	Date Filed
Harbor Custom Development, Inc.	Western District of Washington	December 11, 2023
Belfair Apartment, LLC	Western District of Washington	December 11, 2023
HCDI at Semiahmoo LLC	Western District of Washington	December 11, 2023
Beacon Studio Farms LLC	Western District of Washington	December 11, 2023
HCDI Bridge View, LLC	Western District of Washington	December 11, 2023
HCDI FL Condo LLC	Western District of Washington	December 11, 2023
Pacific Ridge CMS, LLC	Western District of Washington	December 11, 2023

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT TACOMA

In re:

HARBOR CUSTOM DEVELOPMENT, INC.,
Debtor

NO.

ATTACHMENT TO VOLUNTARY PETITION
FOR NON-INDIVIDUALS FILING FOR
BANKRUPTCY UNDER CHAPTER 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-39266.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2023.

a.	Total assets	\$ 223,981,000.00
b.	Total debts (including debts listed in 2.c., below)	\$ 172,528,500.00
c.	Debt securities held by more than 500 holders:	N/A
d.	Number of shares of preferred stock	3,799,799
e.	Number of shares common stock	2,329,322

Comments, if any: Total assets and total debts listed above are in accordance with the Debtor's unaudited financial statements as of September 30, 2023, as set forth in the Debtor's

1 Form 10-Q filed on November 14, 2023. The Debtor's Form 10-Q lists the consolidated total
2 assets and total liabilities of the Debtor and its subsidiaries. To the Debtor's knowledge, the
3 shares of common stock listed above are those outstanding as of December 8, 2023.

4 3. Brief description of the debtor's business: The Company is a real estate
5 development company involved in all aspects of the land development cycle, including land
6 acquisition, entitlement, development, construction of project infrastructure, home and apartment
7 building construction, marketing, and sales of various residential projects.

8 4. List the names of any person who directly or indirectly owns, controls, or holds,
9 with power to vote, 5% or more of the voting securities of the debtor:

- 10 • Sterling Griffin owns more than 5% of HCDI common stock.
- 11 • Tiburon Opportunity Fund LP and Matthew A. Fudenger own more than 5%
- 12 of HCDIP preferred stock.

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ATTACHMENT TO VOLUNTARY PETITION FOR NON-
INDIVIDUALS FILING FOR BANKRUPTCY UNDER CHAPTER 11- 2

CAIRNCROSS & HEMPELMANN, P.S.
ATTORNEYS AT LAW
524 Second Avenue, Suite 500
Seattle, Washington 98104-2323
office 206 587 0700 fax 206 587 2308

**RESOLUTIONS
OF
BOARD OF DIRECTORS
OF
HARBOR CUSTOM DEVELOPMENTS, INC. AND CERTAIN OF ITS SUBSIDIARIES**

December 1, 2023

The undersigned, being all of the Board of Directors of Harbor Custom Developments, Inc., a Washington Corporation, and its direct subsidiaries, Pacific Ridge CMS, LLC, HCDI Semiahmoo, LLC, HCDI FL Condo, LLC, and HCDI Wyndstone, LLC, HCDI Bridgeview, LLC, Tanglewilde, LLC, and Belfair Apartments, LLC (collectively, the “**Company**”), at a meeting held on November 22, 2023, do hereby consent to the adoption of the following resolutions as of November 22, 2023.

WHEREAS, the Company has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “**Chapter 11 Cases**”) in a court of proper jurisdiction (the “**Bankruptcy Court**”); and

RESOLVED FURTHER, that Jeffrey B. Habersetzer, the Interim Chief Executive Officer, and Shelly Crocker, the Chief Restructuring Officer (each, an “**Authorized Officer**” and collectively, the “**Authorized Officers**”) be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, appointed as the Company’s authorized representatives, and in such capacity, acting alone or together, with power of delegation, be, and they hereby are, authorized and empowered to execute and file on behalf of the Company, including in the Company’s capacity as shareholder or member of its subsidiaries, all petitions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s businesses.

RESOLVED FURTHER, that each Authorized Officer be, and they hereby are, authorized and directed to employ the law firm of Cairncross & Hempelmann, P.S., as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers in an amount of \$150,000, and to cause to be filed an appropriate application for authority to retain the services of Cairncross & Hempelmann, P.S.

RESOLVED FURTHER that each Authorized Officer be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary.

RESOLVED FURTHER that each Authorized Officer be, and they hereby are, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper or desirable in connection with the Chapter 11 Cases.

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

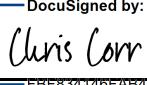
RESOLVED FURTHER, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution by the Board of Directors.

RESOLVED FURTHER, that these resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument.

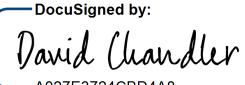
[SIGNATURE PAGE FOLLOWS]

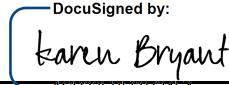
IN WITNESS WHEREOF, the undersigned Board of Directors have duly executed these Resolutions as of the date first written above.

DocuSigned by:

Chris Corr
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DocuSigned by:

Dennis Wong
3A98D9CF29FD470...

DocuSigned by:

David Chandler
A027E5724C9BD4A8...

DocuSigned by:

Karen Bryant
1CD32EBF09734E4...